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November 13, 2002

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

By Hand Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On September 19 and 27, October 24, and November 7, 2002, AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") (collectively, the "Applicants") filed *ex parte* letters providing information regarding the status of pending franchise transfer of control applications before local franchising authorities ("LFAs") in connection with the above-referenced merger proceeding. In those letters, the Applicants noted that they have sought approval for transfer of control of franchises in connection with the proposed merger from a total of 1,791 LFAs. As of the date of this letter, 98.55% of the franchising authorities have either consented to the transfers or allowed the 120 day review period to elapse without objection. In the case of Comcast, 99.7% of its 660 local franchising authorities have consented or not objected to the transfer; in the case of AT&T Broadband, 97.9% of its 1,131 franchising authorities have consented or not objected to the transfer.¹ AT&T and Comcast are continuing discussions with these communities to encourage them to reconsider their denials and are also pursuing available appellate remedies, as needed.² The Applicants continue to work diligently to obtain approval for the remaining transfer of control applications.

¹ At the request of the Media Bureau, the Applicants attach hereto a list of LFAs that have denied the franchise transfer of control applications.

In fact, at least four LFAs on the attached list have been ordered on appeal to reverse their denials but have not yet done so.

Pursuant to section 1.1206(b) of the Commission's rules, an original and two copies of this letter are being filed with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "A. Renee Callahan". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

A. Renee Callahan

cc: Royce D. Sherlock
Simon Wilkie
Cynthia Bryant
Lauren Kravetz Patrich

Roger D. Holberg
James R. Bird
Jeff Tobias
Qualex International

Erin Dozier
William Dever
Patrick Webre

Attachment
AT&T Comcast's Franchise Transfer of Control Applications
List of LFA Denials

Comcast

1. Buckingham Township, Pennsylvania
2. Conestoga Township, Pennsylvania

AT&T Broadband

1. Berkeley, California
2. Contra Costa County, California
3. Richmond, California
4. Monterey County, California
5. Santa Cruz, California
6. Santa Cruz County, California
7. Fort Pierce, Florida
8. Hialeah, Florida
9. DeKalb County, Georgia
10. Alsip, Illinois
11. Johnsburg, Illinois
12. Woodstock, Illinois
13. LaPorte, Indiana
14. Ashhurnham, Massachusetts
15. Barnstable, Massachusetts
16. Bedford, Massachusetts
17. Belmont, Massachusetts
18. Cambridge, Massachusetts
19. Lakeville, Massachusetts
20. New Bedford, Massachusetts
21. Wellesley, Massachusetts
22. Westford, Massachusetts
23. Yarmouth, Massachusetts
- 24. Mentor, Ohio**